

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

| OMB APPROVAL                                   |           |
|--|-----------|
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person*<br><b>DEMCHAK WILLIAM S</b> |                                      |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>PNC FINANCIAL SERVICES GROUP INC<br/>[PNC]</b> |   |   |            | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><b>Vice Chairman and CFO</b> |   |  |   |
|--|--------------------------------------|--|--|---|---|------------|--|---|--|---|
| (Last) (First) (Middle)<br><b>ONE PNC PLAZA, 249 FIFTH AVENUE</b>    |                                      |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/06/2005</b>                            |   |   |            |  |   |  |   |
| (Street)<br><b>PITTSBURGH, PA 15222-2707</b>                         |                                      |  | 4. If Amendment, Date Original Filed(Month/Day/Year)   |   |   |            | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                    |   |  |   |
| (City) (State) (Zip)   |                                      |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>          |   |   |            |  |   |  |   |
| 1. Title of Security (Instr. 3)                                      | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8)   |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |  | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|  |                                      |  | Code   | V | Amount  | (A) or (D) | Price  |   |  |   |
| \$5 Par Common Stock   | 01/06/2005                           |  | A(1)   |   | 15,000  | A          | \$ 0   | 125,110   | D  |   |
| \$5 Par Common Stock   | 09/30/2004                           |  | J(2)   | V | 27  | A          | (3)  | 228   | I  | 401(k) Plan   |
| \$5 Par Common Stock   | 10/24/2004                           |  | J(4)   | V | 2   | A          | \$ 51.76   | 230   | I  | 401(k) Plan   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |                                     |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|-------------------------------------|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |  |  |  | Title                               |
| Phantom Stock Unit                         | (5)  | 04/24/2004                           |  | J(6)                           | V | 5   |     | (7)  | (7)             | \$5 Par Common Stock  | 5  | \$ 52.515  | 520  | I  | Supplemental Incentive Savings Plan |
| Phantom Stock Unit                         | (5)  | 07/24/2004                           |  | J(6)                           | V | 5   |     | (7)  | (7)             | \$5 Par Common Stock  | 5  | \$ 49.695  | 525  | I  | Supplemental Incentive Savings Plan |
| Phantom Stock Unit                         | (5)  | 09/30/2004                           |  | J(8)                           | V | 140   |     | (7)  | (7)             | \$5 Par Common Stock  | 140  | (9)  | 665  | I  | Supplemental Incentive Savings Plan |
| Phantom Stock Unit                         | (5)  | 10/24/2004                           |  | J(6)                           | V | 6   |     | (7)  | (7)             | \$5 Par Common Stock  | 6  | \$ 51.76   | 671  | I  | Supplemental Incentive Savings Plan |
| Phantom Stock Unit                         | (5)  | 12/31/2004                           |  | J(8)                           | V | 157   |     | (7)  | (7)             | \$5 Par Common Stock  | 157  | (10)   | 828  | I  | Supplemental Incentive Savings Plan |
| Phantom Stock Unit                         | (5)  | 04/24/2004                           |  | J(11)                          | V | 121   |     | (7)  | (7)             | \$5 Par Common Stock  | 121  | \$ 52.515  | 41,010   | I  | Deferred Compensation Plan          |

|                    |     |            |  |       |   |     |  |     |     |                      |     |           |        |   |                            |
|--------------------|-----|------------|--|-------|---|-----|--|-----|-----|----------------------|-----|-----------|--------|---|----------------------------|
| Phantom Stock Unit | (5) | 07/24/2004 |  | J(11) | V | 413 |  | (7) | (7) | \$5 Par Common Stock | 413 | \$ 49.695 | 41,423 | I | Deferred Compensation Plan |
| Phantom Stock Unit | (5) | 10/24/2004 |  | J(11) | V | 400 |  | (7) | (7) | \$5 Par Common Stock | 400 | \$ 51.76  | 41,823 | I | Deferred Compensation Plan |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| DEMCHAK WILLIAM S<br>ONE PNC PLAZA<br>249 FIFTH AVENUE<br>PITTSBURGH, PA 15222-2707 |               |           | Vice Chairman and CFO |       |

## Signatures

|   |  |                     |
|---|--|---------------------|
| Mark C. Joseph, Attorney in Fact for William S. Demchak |  | 01/10/2005          |
| <small>Signature of Reporting Person</small>            |  | <small>Date</small> |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Grant of restricted stock subject to vesting schedule, execution of appropriate documentation and certain other conditions.
  - (2) Shares acquired under the PNC Incentive Savings Plan.
  - (3) Shares acquired under the PNC Incentive Savings Plan at various prices from \$50.75 to \$53.75.
  - (4) Dividend reinvestment shares acquired.
  - (5) 1 for 1.
  - (6) Phantom Stock Units received as dividend equivalents under the PNC Supplemental Incentive Savings Plan.
  - (7) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
  - (8) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan.
  - (9) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan at various prices from \$50.75 to \$53.75.
  - (10) Phantom Stock Units acquired under the PNC Supplemental Incentive Savings Plan at various prices from \$52.13 to \$57.11.
  - (11) Phantom Stock Units received as dividend equivalents under the PNC Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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